

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 In re:

5 PG&E CORPORATION,

6 - and -

7 PACIFIC GAS AND ELECTRIC
8 COMPANY,

Debtors.

9
10 ☐ Affects PG&E Corporation

11 ☐ Affects Pacific Gas and Electric Company

12 ☒ Affects both Debtors

13 ** All papers shall be filed in the Lead Case,*
14 *No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**FIRST INTERIM APPLICATION OF
TRIDENT DMG LLC FOR
ALLOWANCE AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JULY 18,
2019 THROUGH SEPTMEBER 30,
2019**

Hearing date: TBD

OBJECTION DATE:
December 4, 2019 at 4:00 p.m. (PDT)

15
16 **GENERAL INFORMATION**

17 NAME OF APPLICANT:

TRIDENT DMG LLC

18 AUTHORIZED TO PROVIDE
19 PROFESSIONAL SERVICES TO:

OFFICIAL COMMITTEE OF TORT
CLAIMANTS

20 PETITION DATE:

JANUARY 29, 2019

21 RETENTION DATE:

ORDER ENTERED SEPTEMBER
17, 2019, EFFECTIVE AS OF JULY
18, 2019

23 PRIOR APPLICATIONS:

NONE

1 **SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS APPLICATION**

2 TIME PERIOD COVERED BY APPLICATION: JULY 18, 2019 – SEPTEMBER 30,
3 2019

4 TOTAL COMPENSATION SOUGHT FOR THIS
5 PERIOD: \$97,500.00 (100%)

6 TOTAL EXPENSES SOUGHT FOR THIS PERIOD: \$12,037.01

7
8 TOTAL COMPENSATION ALREADY PAID FOR
9 THIS PERIOD: \$36,000.00

10 TOTAL EXPENSES ALREADY PAID FOR THIS
11 PERIOD: \$237.50

12 TOTAL COMPENSATION SOUGHT IN THIS
13 APPLICATION AND NOT YET PAID: \$73,299.51

SUMMARY OF FIRST INTERIM FEE APPLICATION

Date Filed	Period Covered	Fixed Fees Requested	Fees Paid	Expenses Requested	Expenses Paid	Unpaid Amounts
9/24/19 DE 3995	7/18-8/17	\$45,000.00	\$36,000.00	\$237.50	\$237.50	\$9,000.00
10/17/19 DE 4255	8/18-9/17	\$35,000.00	\$0.00	\$11,799.51	\$0.00	\$46,799.51
10/23/19 DE 4440	9/17-10/18	\$17,500.00 ¹	\$0.00	\$0.00	\$0.00	\$17,500.00
TOTAL		\$97,500.00	\$36,000.00	\$12,037.01	\$237.50	\$73,299.51

Summary of Any Objections to Monthly Fee Statement: None

Compensation and Expenses Sought and Not Yet Paid: **\$73,299.51**

**HOURS BY PROFESSIONAL
FOR THE PERIOD JULY 18, 2019 THROUGH SEPTEMBER 30, 2019**

PROFESSIONAL	POSITION	TOTAL HOURS
Adam Goldberg	Partner	40.50
Lanny Davis	Partner	35.00
Eleanor McManus	Partner	43.00
Alexander Lange	Senior Director	149.50
Emily Seeley	Account Manager	128.50
TOTAL		396.50

¹ Only fees earned through September 30, 2019 are included in this Application, which represents half of the fees included in the October 23, 2019 filing.

**HOURS BY TASK FOR
FOR THE PERIOD JULY 18, 2019 THROUGH SEPTEMBER 30, 2019**

TASK DESCRIPTION	HOURS
Meetings, Telephone Calls, and Emails with Client and/or Client Attorneys	91.00
Internal Client Meetings	54.50
Research and Writing	40.00
Working with the Media	88.00
Travel	74.00
Attending / Listening to Court Hearings	15.50
Communications with External Stakeholders	33.50
TOTAL	396.50

**EXPENSE SUMMARY
FOR THE PERIOD JULY 18, 2019 THROUGH SEPTEMBER 30, 2019**

EXPENSES	AMOUNTS
Conference Calls	\$508.56
Court Costs	\$322.50
Airfare/ Train Fare	\$7,478.08
Lodging	\$1,716.00
Ground Transportation	\$1,703.75
Business Meals	\$308.12
Total Expenses Requested:	\$12,037.01

1 **FIRST INTERIM APPLICATION OF TRIDENT DMG LLC FOR ALLOWANCE AND**
2 **PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR**
3 **THE PERIOD JULY 18, 2019 THROUGH SEPTEMBER 30, 2019**

4 Trident DMG LLC (“**Trident**” or the “**Applicant**”), the communications consultant for the
5 Official Committee of Tort Claimants (the “**TCC**”), representing the largest group of stakeholders
6 in the jointly administered bankruptcy cases (the “**Bankruptcy Cases**”) of PG&E Corporation and
7 Pacific Gas and Electric Company (the “**Debtors**”), hereby submits its *First Interim Application*
8 *for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period July*
9 *18, 2019 through September 30, 2019* (the “**Application**”) seeking entry of an order, on an interim
10 basis, pursuant to Sections 330(a) and 331 of Title 11, United States Code (the “**Bankruptcy**
11 **Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule
12 2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”),
13 the *Guidelines for Compensation and Expense Reimbursement of Professional and Trustees*,
14 promulgated pursuant to Local Rule 9029-1, governing the narrative portion of fee applications,
15 effective February 19, 2014 (the “**Narrative Guidelines**”), the *U.S. Trustee Guidelines for*
16 *Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C.*
17 *§ 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST**
18 **Guidelines**”), and the *Order Pursuant to 11 U.S.C. § § 331 and 105(a) and Fed. R. Bankr. P. 2016*
19 *For Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses*
20 *of Professionals* (“**Interim Compensation Order**”) (collectively, the “**Guidelines**”) for interim
21 allowance of compensation for professional services and reimbursement of actual and necessary
22 expenses in connection with the Applicant’s representation of the TCC in the Bankruptcy Cases.
23

24
25 Trident seeks interim approval of compensation and reimbursement of expenses from July
26 18, 2019 through September 30, 2019 (the “**Application Period**”) totaling **\$109,537.01**, which sum
27 represents compensation for communications services rendered in the amount of **\$97,500.00** and
28 reimbursement for expenses incurred in the amount of **\$12,037.01**.

1 This Application is based upon the contents hereof, together with the exhibits, the
2 declaration of Adam W. Goldberg filed concurrently herewith, the pleadings, papers, and records
3 on file in the Bankruptcy Cases, and any evidence or argument that the Court may entertain at the
4 time of the hearing on the Application.

5
6 Pursuant to the Guidelines, a cover letter enclosing this Application is being sent to the
7 Chair of the TCC concurrently. The letter invites the Chair to discuss with the Applicant and/or the
8 Office of the United States Trustee any objections, concerns, or questions the Chair may have
9 regarding the requested compensation and reimbursement set forth in the Application. A copy of
10 the transmittal letter is attached hereto as **Exhibit A**.

11 **RELEVANT BACKGROUND**

12
13 1. On January 29, 2019 (the “**Petition Date**”), the Debtors filed the Bankruptcy Cases.
14 The Debtors continue to operate their businesses and manage their properties as debtors-in-
15 possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Bankruptcy Cases
16 are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

17 2. On February 15, 2019, the Office of the United States Trustee (“**UST**”) filed an
18 Appointment of the Official Committee of Tort Claimants [Docket No. 453]. Following the
19 resignation of Richard Heffern from the original TCC and the addition of Tommy Wehe, on
20 February 21, 2019, the UST filed the Amended Appointment of the Official Committee of Tort
21 Claimants [Docket No. 530]. The current members of the TCC are: (i) GER Hospitality, LLC, in
22 its capacity as an individual claimant; (ii) Kirk Trostle; (iii) Tommy Wehe; (iv) Angelo Loo; (v)
23 Karen K. Gowins; (vi) Agajanian, Inc.; (vii) Susan Slocum; (viii) Samuel Maxwell; (ix) Karen M.
24 Lockhart; (x) Wagner Family Wines-Caymus Vineyards; and (xi) Gregory Wilson.

25
26 3. On July 27, 2019, the TCC filed its *Application of the Official Committee of Tort*
27 *Claimants Pursuant to 11 U.S.C. §1103 and Fed. R. Bankr. P. 2014 and 5002 to Retain and Employ*
28

1 *Trident DMG LLC as Communications Consultant Effective as of July 18, 2019* [Docket No. 3224]
2 (the “**Retention Application**”). On September 17, 2019, the Court entered its *Order Approving*
3 *the Application of the Official Committee of Tort Claimants Pursuant to 11 U.S.C. §1103 and Fed.*
4 *R. Bankr. P. 2014 and 5002 to Retain and Employ Trident DMG LLC as Communications*
5 *Consultant Effective as of July 18, 2019* [Docket No. 3916] (the “**Retention Order**”). A true and
6 correct copy of the Retention Order is attached hereto as **Exhibit B**. The Applicant is not holding,
7 and has not held, any retainer in connection with the Bankruptcy Cases or the work performed on
8 behalf of the TCC.
9

10 4. As set forth below, Trident worked with the TCC and its attorneys to address the
11 serious issues involved with communicating with the tort claimants in the Bankruptcy Cases during
12 the Application Period, including helping educate the tort claimants about the Bankruptcy Court’s
13 deadline for filing proofs of claim. The services and expenses for which interim compensation is
14 sought herein were rendered for and on behalf of the TCC. Trident respectfully submits that the
15 nature of the services has been necessary and beneficial to the TCC in maximizing recoveries for
16 tort claimants.
17

18 5. On May 28, 2019, the Court entered an order appointing Bruce A. Markell as fee
19 examiner (“**Fee Examiner**”) in the Bankruptcy Cases. [Docket No. 2267]. Trident has
20 communicated with the Fee Examiner and has supplied information to the Fee Examiner as
21 requested and necessary for the Fee Examiner to evaluate the reasonableness of the compensation
22 sought in this Application.
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1 11. In addition to the requirement that a description of the general services rendered by
2 a professional be provided in a fee application, the Guidelines also require that applications for
3 compensation should:

4 “...categorize by subject matter and separately discuss, each project or task.
5 With respect to each project or task, the number of hours spent, the results
6 obtained, and the amount of compensation and expenses requested should be
7 set forth at the conclusion of the discussion of that project or task.”

8 12. Trident established the following project categories for its representation of the
9 TCC: (1) Meetings, Telephone Calls, and Emails with Client and/or Client Attorneys; (2) Internal
10 Client Meetings; (3) Research and Writing; (4) Working with the Media; (5) Travel; (6) Attending
11 / Listening to Court Hearings; and (7) Communications with External Stakeholders.

12 13. These project categories enable Trident to monitor its activities and appropriately
13 account for its professionals’ time and to better inform the TCC, the Court, the UST, and the Fee
14 Examiner regarding the nature of the services provided and time expended by its professionals and
15 paraprofessionals. The work in each of these categories generally consisted of the following tasks:

16 (a) Meetings, Telephone Calls, and Emails with Client and/or Client Attorneys

17 Essential to Trident’s work is coordinating with the TCC and its outside counsel
18 about the status of the Bankruptcy Court’s proceedings and about Trident’s outreach efforts to the
19 media and public officials regarding the Bankruptcy Court’s deadline for filing proofs of claims.
20 Trident has weekly scheduled and ad hoc calls with both the TCC and its outside counsel.

21 (b) Internal Client Meetings

22 The Trident team meets regularly to coordinate our efforts on the TCC’s behalf,
23 evaluate the effectiveness of Trident’s efforts to date, monitor the status of Trident’s efforts, and
24 plan Trident’s next action items.

25 (c) Research and Writing

1 Trident's work requires reviewing court records and other publicly available
2 information relating to the TCC's claims, and assessing the effectiveness of Trident's efforts.
3 Trident's efforts also include written work to carry out assigned tasks and keep the TCC and its
4 outside counsel informed of Trident's efforts.

5
6 (d) Working with the Media

7 Trident spends a substantial portion of its time educating journalists about the
8 Bankruptcy Court's deadline for filing proofs of claims and the potential consequences to fire
9 victims and other potential tort claimants if they do not file such proofs of claim before the deadline
10 expires. This includes working with national, regional, and local print, broadcast, and online
11 journalists. In addition, at the end of the Application Period, Trident launched a limited digital
12 advertising campaign to try to reach potential claimants. There are no expenses for that campaign
13 included in the Application.
14

15 (e) Travel

16 Members of the Trident team have travelled from Washington, D.C. to California
17 for meetings with the TCC, its outside counsel, and journalists.

18 (f) Attending / Listing to Court Hearings

19 Members of the Trident team have listened to Bankruptcy Court hearings for the
20 purpose of monitoring ongoing developments and making Trident available to the Bankruptcy
21 Court during the hearing to consider the TCC's application to retain Trident.
22

23 (g) Communications with External Stakeholders

24 As part of its efforts to educate potential tort claimants about the Bankruptcy Court's
25 deadline for filing proofs of claim, Trident reaches out to public officials to request they
26 communicate with their constituents to educate their constituents about the deadline.
27
28

1 14. In compliance with the Guidelines, a description of the people employed by Trident
2 who rendered services to the TCC in the Bankruptcy Cases during the Application Period and
3 whose time entries appear in the invoices is included in **Exhibit C**, attached hereto.

4 15. Set forth below is a summary, by project category, of the services Trident rendered
5 during the Application Period. Copies of Trident's invoices detailing the services rendered and
6 expenses incurred during the Application Period have been filed on the dockets as attachments to
7 Trident's monthly fee statements and have been furnished to the Debtors, counsel for the OCUC,
8 the UST and the Fee Examiner (see Dkt Nos. 3995, 4440, and 4522).

PROJECT CATEGORY	HOURS
Meetings, Telephone Calls, and Emails with Client and/or Client Attorneys	91.00
Internal Client Meetings	54.50
Research and Writing	40.00
Working with the Media	88.00
Travel	74.00
Attending / Listening to Court Hearings	15.50
Communications with External Stakeholders	33.50
TOTAL Adam – the numbers don't add up.	396.50

18 16. Pursuant to Bankruptcy Code § 504, Trident has no understanding, agreement, or
19 arrangement of any kind to divide with or pay to anyone any fees that may be awarded to Trident
20 in the Bankruptcy Cases, other than as may be shared among the members of the Trident firm.

21 17. Costs and Expenses: Trident requests allowance and reimbursement of actual,
22 reasonable, and necessary out-of-pocket expenses in the amount of \$12,037.01 incurred while
23 rendering professional services on behalf of the TCC during the Application Period.

24 18. Copies of Trident's invoices detailing the services rendered and expenses incurred
25 during the Application Period have been filed on the dockets as attachments to Trident's monthly
26

1 fee statements and have been furnished to the Debtors, counsel for the OCUC, the UST and the Fee
2 Examiner (see Dkt Nos. 3995, 4440, and 4522) and are summarized in the following chart:

3 EXPENSES	AMOUNTS
4 Conference Calls	\$508.56
5 Court Costs	\$322.50
6 Airfare/ Train Fare	\$7,478.08
7 Lodging	\$1,716.00
8 Ground Transportation	\$1,703.75
9 Business Meals	\$308.12
10 Total Expenses Requested:	\$12,037.01

11
12 19. Trident submits that all expenses incurred during the Application Period were
13 reasonable and necessary, are sought in compliance with the Guidelines, and should be allowed on
14 an interim basis by the Court.

15
16 **THE FEES AND EXPENSES REQUESTED**
17 **SHOULD BE AWARDED BASED UPON APPLICABLE LAW**

18 20. Section 331 of the Bankruptcy Code provides for interim compensation of
19 professionals and incorporates the substantive standards of Section 330 to govern the Court's award
20 of such compensation. 11 U.S.C. § 331. Section 330 provides that a Court may award a professional
21 employed under Section 1103 of the Bankruptcy Code "reasonable compensation for actual,
22 necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. §
23 330(a)(1).

24 21. Trident respectfully submits that the amounts Trident requests for compensation and
25 expenses are fair and reasonable given the labor required and outcome achieved to date. The
26 compensation Trident seeks in this Application is the customary compensation commonly sought
27 by Trident in similar circumstances.
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Accordingly, Trident respectfully requests that this Application for allowance of fees and expenses, on an interim basis, be granted in all respects.

1. Awarding interim allowance of compensation for professional services rendered during the Application Period in the amount of \$109,537.01, consisting of \$97,500.00 in fees incurred and \$12,037.01 in actual and necessary expenses.

3. Granting such other and further relief as the Court may deem just and proper.

TRIDENT DMG LLC

By: Adam W. Goldberg
Adam W. Goldberg
Partner

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CERTIFICATION

I, Adam W. Goldberg, declare as follows:

The following facts are personally known to me, and if called to do so, I could and would competently testify thereto.

1. I am a partner in the communications firm Trident DMG LLC (“**Trident**”). I submit this certification in support of the *First Interim Application for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period July 18, 2019 through September 30, 2019* (the “**Application**”). Capitalized terms not defined herein have the meanings given in the Application.


2. I have personally reviewed the information contained in the Application and believe its contents to be true to the best of my knowledge, information and belief.

3. The compensation and expense reimbursement sought in this Application, to the best of my knowledge, information and belief, after reasonable inquiry, conforms with the Bankruptcy Code, the Local Rules, and the Guidelines.

4. The compensation and expense reimbursement requested in this Application are billed at flat fees in accordance with practices no less favorable than those customarily employed by Trident and generally accepted by Trident’s clients.

Date: November 14, 2019

TRIDENT DMG LLC

By: 
Adam W. Goldberg
Partner

Notice Parties

PG&E Corporation c/o Pacific Gas & Electric Company Attn: Janet Loduca, Esq. 77 Beale Street San Francisco, CA 94105	Keller & Benvenuti LLP Attn: Tobias S. Keller, Esq. Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
The Office of the United States Trustee for Region 17 Attn: James L. Snyder, Esq. Timothy Laffredi, Esq. 450 Golden Gate Avenue, 5th Floor, Suite #05-0153 San Francisco, CA 94102	Milbank LLP Attn: Dennis F. Dunne, Esq. Sam A. Khalil, Esq. 55 Hudson Yards New York, NY 10001-2163
Milbank LLP Attn: Paul S. Aronzon, Esq. Gregory A. Bray, Esq. Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067	Weil, Gotshal & Manges LLP Attn: Stephen Karotkin, Esq. Jessica Liou, Esq. Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153-0119
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